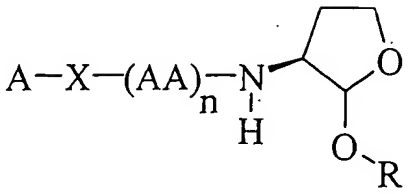
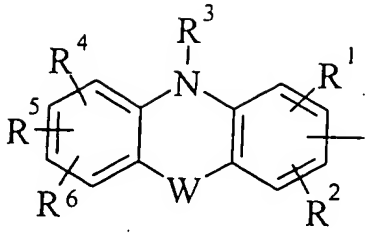
In the Claims:

Claim 1 (currently amended) A compound of the formula



(I)

wherein A is



R^1, R^2, R^4, R^5 and R^6 are independently selected from the group consisting of hydrogen halogen OH alkyl, alkoxy, cyano, nitro and NR^7R^8,

R^7 and R^8 are independently selected from the group consisting of hydrogen alkyl and $-COR^9$,

R^9 is selected from the group consisting of hydrogen alkyl and alkoxy,

R^3 is selected from the group consisting of hydrogen alkyl and $-COR^{10}$,

R^{10} is selected from the group consisting of hydrogen alkyl and alkoxy , and

W is selected from the group consisting of a bond, $-CH_2-CH_2-$, -CH=CH-, -O-, -S- and $-NR^{11}-$ in which

R^{11} is hydrogen or alkyl;

X is selected from the group consisting of -CO-, -Y-CO-, -O-Y-CO- and $-NR^{12}$-Y-CO-,

Y is alkylene or haloalkylene,

R^{12} is hydrogen, alkyl and $-COR^{13}$,

R^{13} is selected from the group consisting of hydrogen, alkyl, haloalkyl and alkoxy,

AA is, each time that it occurs, selected from the group consisting of a natural amino acid, a natural amino acid the side chain of which, which carries a reactive chemical function, is protected in the form of alkyl or aralkyl ester ~~(for the acid functions)~~, alkyl or aralkyl carbamate or alkyl or aralkyl carboxamide in the form of alkyl or aralkyl ether or alkyl or aralkyl thioether or in the form lf alkyl or aralkyl ester ~~(for the alcohol and thiol functions)~~ and finally an amino acid of the formula $-NR^{14}-(CH_2)_p-CR^{15}R^{16}$ -CO- in which p is 0 or 1, R^{14} is hydrogen or alkyl, R^{15} is hydrogen or alkyl, R^{15} is hydrogen or alkyl, R^{15} is hydrogen or alkyl, R^{15} is hydrogen alkyl, haloalkyl, phenyl, cycloalkyl, cycloalkylalkyl and alkenyl,

or R^{15} and R^{16} forming with the carbon atom to which they are attached a saturated carbocycle with 3 to 7 carbon atoms,

an $-(AA)_2-$ also being able to be a carbapeptide of the formula

$-NR^{17}-(CH_2)_3-CH(R^{18})$-CO- in which R^{17} is hydrogen or alkyl and R^{18} is hydrogen or alkyl;

n is 2 or 3; and finally

R is selected from the group consisting of hydrogen alkyl and $-CO-R^{19}$

R^{19} is alkyl; and

or a salt thereof.

Claim 2 (currently amended) A compound of claim 1, wherein:

- R^1, R^2, R^4, R^5 and R^6 are independently selected from the group consisting of hydrogen, halogen alkyl, alkoxy an alkyl, alkoxy and $-NR^7R^8$;
- R^3 is selected from the group consisting of hydrogen, methyl and $-COR^9$ in which R^9 is methyl or tert-butoxy;
- W is selected from the group consisting of a bond $-CH_2-CH_2-$, -CH=CH-, O and -S-;
- ~~X is -CO-, -Y-CO- and -O-Y-CO-;~~
- X is selected from the group consisting of -CO-, -Y-CO- and -O-Y-CO-;
- $-(AA)_n-$ contains amino acids chosen independently from the group consisting of natural amino acids, 3-methylvaline, norvaline, phenylglycine, vinylglycine and 2- aminobutyric acid;
- n is 2; and
- R is hydrogen or methyl;

or a salt thereof.

Claim 3 (currently amended) A compound of claim 1, wherein

- R^1, R^2, R^4, R^5 and R^6 are independently selected from the group consisting of hydrogen alkyl ~~alkyl~~ and alkoxy;
- R^3 is hydrogen or methyl;
- W is -O- or -S-;
- X is -Y-CO- or -O-Y-CO-;

- ❖ $-(AA)_n-$ is an $-(AA^2)-(AA^1)-$ such that AA^1 is Leu and AA^2 is an amino acid chosen from the group consisting of natural amino acids, 3-methylvaline, norvaline, phenylglycine, vinylglycine and 2-aminobutyric acid;
- ❖ R is hydrogen,

or a salt thereof.

Claim 4 (previously presented) A compound of claim 1 is selected from the group consisting of:

- N-(10H-phenothiazin-2-ylcarbonyl)-L-leucyl-L-leucyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;
- N-(10H-phenothiazin-2-ylcarbonyl)-L-leucyl-L-leucyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;
- N-(10H-phenothiazin-2-ylcarbonyl)glycyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;
- N-(10H-phenothiazin-2-ylcarbonyl)leucyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;
- N^6-[(benzyloxy)carbonyl]-N^2-(10H-phenothiazin-2-ylcarbonyl)lysyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;
- 1-(10H-phenothiazin-2-ylcarbonyl)-L-prolyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;
- N-(10H-phenothiazin-2-ylcarbonyl)glycyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;
- N-(10H-phenothiazin-2-ylcarbonyl)leucyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;
- N^6-[(benzyloxy)carbonyl]-N^2-(10H-phenothiazin-2-ylcarbonyl)lysyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;
- 1-(10H-phenothiazin-2-ylcarbonyl)-L-prolyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-(10H-phenothiazin-2-ylcarbonyl)leucyl-N^1-[(3S)-2-(acetyloxy)-tetrahydrofuran-3-yl]-L-leucinamide;

- N^2-(10H-phenothiazin-2-ylcarbonyl)lysyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-(10H-phenothiazin-2-ylacetyl)-L-leucyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- O-(tert-butyl)-N-(10H-phenothiazin-2-ylacetyl)-L-seryl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-(10H-phenothiazin-2-ylacetyl)-L-alanyl-3-cyclohexyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-alaninamide;

- N-(10H-phenothiazin-2-ylacetyl)-L-leucyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- O-(tert-butyl)-N-(10H-phenothiazin-2-ylacetyl)-L-seryl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-(10H-phenothiazin-2-ylacetyl)-L-alanyl-3-cyclohexyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-alaninamide;

- N-[3-(10H-phenothiazin-2-yl)propanoyl]-L-leucyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[3-(10H-phenothiazin-2-yl)propanoyl]-L-leucyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-leucyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-glycyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-alanyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-valyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-β-alanyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-methyl-N-[(10H-phenothiazin-2-yloxy)acetyl]glycyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-D-valyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- 3-methyl-N-[(10H-phenothiazin-2-yloxy)acetyl]-L-valyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-N^2-((2S)-2-{[(10H-phenothiazin-2-yloxy)-acetyl]amino}butanoyl)-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-norvalyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-seryl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-threonyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-N^2-((2S)-2-{[(10H-phenothiazin-2-yloxy)acetyl]amino}-2-phenylethanoyl)-L-leucinamide;

- N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-N^2-((2S)-2-{[(10H-phenothiazin-2-yloxy)acetyl]amino}but-3-enoyl)-L-leucinamide;

- 2-methyl-N-[(10H-phenothiazin-2-yloxy)acetyl]alanyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-glycyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-valinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-glycyl-3-cyclohexyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-alaninamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-glycyl-N-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-phenylalaninamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]glycyl-N^2-isobutyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]glycinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-leucyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-glycyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-alanyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-valyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-β-alanyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-methyl-N-[(10H-phenothiazin-2-yloxy)acetyl]glycyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-D-valyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- 3-methyl-N-[(10H-phenothiazin-2-yloxy)acetyl]-L-valyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-N^2-((2S)-2-{[(10H-phenothiazin-2-yloxy)acetyl]amino}butanoyl)-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-norvalyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-seryl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]-L-threonyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-N^2-((2S)-2-{[(10H-phenothiazin-2-yloxy)acetyl]amino}-2-phenylethanoyl)-L-leucinamide;

- N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-N^2-((2S)-2-{[(10H-phenothiazin-2-yloxy)-acetyl]amino}but-3-enoyl)-L-leucinamide;

- 2-methyl-N-[(10H-phenothiazin-2-yloxy)acetyl]alanyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]glycyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-valinamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]glycyl-3-cyclohexyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-alaninamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]glycyl-N-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-phenylalaninamide;

- N-[(10H-phenothiazin-2-yloxy)acetyl]glycyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-N^2-isobutylglycinamide;

- N-[2-methyl-2-(10H-phenothiazin-2-yloxy)propanoyl]glycyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[2-methyl-2-(10H-phenothiazin-2-yloxy)propanoyl]glycyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-(10,11-dihydro-5H-dibenzo[b,f]azepin-3-ylcarbonyl)-L-leucyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- N-(10,11-dihydro-5H-dibenzo[b,f]azepin-3-ylcarbonyl)-L-leucyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide;

- N-[(5-acetyl-10,11-dihydro-5H-dibenzo[b,f]azepin-3-yl)carbonyl]-L-leucyl-N^1-[(3S)-2-methoxytetrahydrofuran-3-yl]-L-leucinamide;

- 2-methyl-N-[(10H-phenothiazin-2-yloxy)acetyl]alanyl-N^1-[(3S)-2-hydroxytetrahydrofuran-3-yl]-L-leucinamide ; and

or a salt thereof.

Claims 5-10 (cancelled)

Claim 11 (previously presented) A composition for inhibiting calpains and lipid peroxidation comprising an inhibitorily effective amount of a compound of claim 1 and an inert pharmaceutical carrier.

Claim 12 (previously amended) A method of inhibiting calpains in warm-blooded animals comprising administering to warm-blooded animals in need thereof a calpain inhibitorily effective amount of a compound of claim 1.

Claim 13 (currently amended) A method of inhibiting lipid peroxidation in warm-blooded animals comprising administering to warm-blooded animals in need thereof a lipid peroxidation ~~calpain~~ inhibitorily effective amount of a compound of claim 1.

Claim 14 (previously presented) A method of treating a disorder selected from the group consisting of inflammatory and immunological diseases, cardio-vascular and cerebro-vascular diseases, disorders of the central or peripheral nervous system, osteoporosis, muscular dystrophy, proliferative diseases, cataract, rejection reactions following organ transplants and autoimmune and viral diseases.